

Renaissance Jewellery Ltd.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

1. Compliance Officer and his responsibilities:

- 1.1. For the purpose of this Code, the Board of the Company shall designate Compliance Officer as a Chief Investor Relations Officer who would be responsible to ensure timely, adequate and uniform dissemination of information and disclosure of Unpublished Price Sensitive Information ("UPSI") pursuant to this Code as required under the Regulations so as to avoid selective disclosure.
- 1.2. The Compliance Officer shall ensure that:
 - 1.2.1. information shared with investors, analysts and research persons is not UPSI. The Compliance Officer shall be responsible for overseeing and co-ordinating disclosure of UPSI to analysts, shareholders and media. The Compliance Officer shall also be responsible for creating awareness, promoting ethical conduct and educating Employees on disclosure policies and procedures.
 - 1.2.2. when interacting with investors, fund analysts, media and external public, guidelines for disclosure of UPSI are complied with.
- 1.3. All disclosure/dissemination of any UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer.
- 1.4. The Compliance Officer, shall consult and seek approval of the Managing Director before dissemination of such information.
- 1.5. The managing Director and the Compliance Officer shall, in consultation with the Board of Directors, decide about the Senior Officials of the Company who can disseminate information on behalf of the Company. Only such Employees / Director of the Company can do so in close co-ordination with the Compliance Officer. The Compliance Officer will then promptly disseminate the information so as to make such information generally available.

2. Handling of Rumours

- 2.1. The Employee/ Director of the Company shall immediately forward, direct any queries on news reports or requests for verification of market rumours received from regulatory authorities to the Compliance Officer.
- 2.2. The Compliance Officer, shall on receipt of requests as aforesaid, consult the Managing Director as the case may be and send an appropriate and fair response to the same.
- 2.3. The response so submitted shall also be circulated to the Members of the Board of Directors.
- 2.4. The Compliance Officer shall be responsible for deciding in consultation with the Managing Director as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.
- 2.5. All relevant documents shall be preserved at least for a period of 5 (five) years by the Compliance Officer.

3. **Disclosure/ dissemination of UPSI with special reference to analysts, institutional investors:**
 - 3.1. No meetings or discussions can be held under any circumstances with analysts, investors, shareholders or research persons when the Trading Window is closed.
 - 3.2. No person, except those authorized as mentioned above shall disclose any information relating to the Company's Securities to analysts and research persons. The Compliance Officer, shall be invited to meetings/ conferences organized by the Company with analysts/research persons.
 - 3.3. All Directors and Employees of the Company should follow the guidelines given under while dealing with analysts and institutional investors:
- 3.4. **Sharing of UPSI:**
 - 3.4.1. The Employee and Director of the Company shall provide only public information to analysts/ research persons.
 - 3.4.2. In case any UPSI is proposed to be provided, the person proposing to so provide information shall consult the Chief Investor Relations Officer, in advance. The Chief Investor Relations Officer, shall ensure that that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.
 - 3.4.3. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.
- 3.5. **Recording of discussion:**

All analyst and other investor relations conferences shall be attended by the Compliance Officer who may be accompanied by any other Employee(s) of the Company. In order to avoid misquoting or misrepresentation, the Compliance Officer can make transcripts or arrangements for recording the discussions at the meeting. To the extent possible, audio-visual mode should be preferred.
- 3.6. **Simultaneous release of information:**
 - 3.6.1. Whenever the Company proposes to organise meetings with investment analysts/research person, the Company shall make a press release or post relevant information on its website after every such meeting.
 - 3.6.2. The Compliance Officer, shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.
- 3.7. **Medium of disclosure/ dissemination:**

The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its Securities are listed in accordance with the requirements of applicable law and thereafter to the press.

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) has been adopted by the Board at its meeting held on May 26, 2015 and shall be deemed to come into force from May 15, 2015.